

MEMORANDUM OF OPTION

This MEMORANDUM OF OPTION is executed this 29th day of March, ~~1999~~ ²⁰⁰⁰ by and between S & T of Mississippi having an address of 3501 Algonquin Road, Rolling Meadows, IL 60008 (referred to collectively (if more than one) and individually as "Seller"), and Duke Energy North America, LLC having an address of 5400 Westheimer Court, Houston, TX 77056 (referred to as "Purchaser").

Seller and Purchaser have executed an Option Agreement dated JUNE 23rd, 1999 (the "Agreement"), pursuant to which Seller has granted to Purchaser the exclusive right and option (the "Option") to buy certain real property situated in DeSoto County, Mississippi and more particularly described in Exhibit "A" attached hereto (the "Property"), at the price and under terms and conditions described in the Agreement. The Option may be exercised at any time on or before 11:59 p.m., on the six month anniversary of the date of the Option, and may be extended by Purchaser through the eighteen month anniversary of the Option by tendering notice of such intent and payment of an additional amount specified in the Agreement prior to the expiration of the initial term. Unless exercised prior to the expiration of the initial term, or, if extended, prior to the expiration of the extended term, Purchaser shall have no further interest in the Property pursuant to the Agreement.

The terms and conditions of the Agreement are incorporated herein by reference. It is understood that the purpose of this Memorandum is to give notice of the Agreement and the Option, and that all rights, titles and obligations of the parties are to be governed by the terms of the Agreement.

SELLER:

S & T OF MISSISSIPPI

By: William B. Moore
Its: Vice President

PURCHASER:

DUKE ENERGY NORTH AMERICA, LLC

By: J. A. Hall
Its: VICE PRESIDENT

STATE MS. - DESOTO CO.
FILED

JUN 14 2 53 PM '00

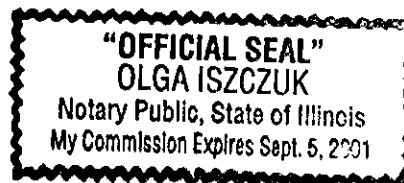
BK. 85 475
W.E. CLK.

ok
mac

STATE OF Illinois)

COUNTY OF Cook)

SS:



Before me, a Notary Public in and for said County and State, personally appeared William B. Moore, the Vice President of S & T of Mississippi, who acknowledged the execution of the foregoing Memorandum of Option, and who, having been duly sworn, stated that any representations contained therein are true.

Witness my hand and Notarial Seal this 21st day of June, 19 99.

Resident of Cook County, IL

Signature: Olga Iszczuk

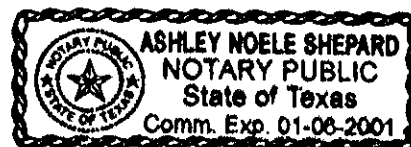
My Commission Expires: _____

Printed: Olga Iszczuk

STATE OF Texas)

COUNTY OF Harris)

SS:



Before me, a Notary Public in and for said County and State, personally appeared Larry A. Wall, the VICE President of Duke Energy North America, LLC, who acknowledged the execution of the foregoing Memorandum of Option, and who, having been duly sworn, stated that any representations contained therein are true.

Witness my hand and Notarial Seal this 29th day of March, 19 2000.

Resident of Harris County, Texas

Signature: A. Shepard

My Commission Expires: 01-08-2001

Printed: Ashley N. Shepard

This instrument prepared by:
Madeline A. Coblenz
5400 Westheimer Court
Houston, TX 77056

RETURN DOCUMENT TO:
Commonwealth Land Title Ins Co
707 E. Main Street, Suite 400
Richmond, VA 23219

COMMONWEALTH LAND TITLE INS CO
707 E. MAIN STREET, SUITE 400
RICHMOND, VIRGINIA 23219
(804) 775-2244 / (800) 545-9968
(804) 649-3735 FAX

EXHIBIT "A"

LEGAL DESCRIPTION

BEING A SURVEY OF PART OF THE S & T OF MISSISSIPPI, INC., PROPERTY RECORDED IN QUITCLAIM DEED BOOK 112, PAGE 313 AND QUITCLAIM DEED BOOK 114, PAGE 264, ALL AT THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI (C.C.D.C.) AND BEING DESCRIBED AS:

BEING PART OF THE SOUTHEAST QUARTER OF SECTION 21, TOWNSHIP 1 SOUTH, RANGE 8 WEST AND PART OF THE SOUTHWEST QUARTER OF SECTION 22, TOWNSHIP 1 SOUTH, RANGE 8 WEST, DESOTO COUNTY, MISSISSIPPI AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A FOUND CONCRETE MONUMENT CALLED THE CENTER OF SAID SECTION 22 IN DEED BOOK 91 - PAGE 541, THENCE SOUTH 89 DEGREES 27 MINUTES 06 SECONDS WEST ALONG THE NORTHERLY LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 22 A DISTANCE OF 669.47 FEET (DEED CALL = 650.68 FEET); THENCE SOUTH 00 DEGREES 10 MINUTES 50 SECONDS WEST (LEAVING SAID NORTHERLY LINE) - 30.00 FEET TO A SET IRON PIN IN THE NORTHERLY RIGHT OF WAY LINE OF STANTON ROAD SOUTH (PATTI ROAD) PER DEED BOOK 28 - PAGE 306 (PUBLIC, PAVED ROAD - WIDTH VARIES), SAID SET IRON PIN BEING THE TRUE POINT OF BEGINNING, SAID POINT OF BEGINNING LYING IN THE WESTERLY LINE OF THE CLARA ROBERSON ESTATE PROPERTY (DEED BOOK 116 - PAGE 5); THENCE SOUTH 00 DEGREES 10 MINUTES 50 SECONDS WEST (PASSING A FOUND 2 INCH PIPE AT 5.00 FEET) ALONG SAID WESTERLY LINE OF THE ROBERSON ESTATE PROPERTY - 2559.44 FEET TO A FOUND 2 INCH PIPE IN THE NORTH LINE OF THE CITY OF HORN LAKE, MISSISSIPPI PROPERTY (DEED BOOK 241 - PAGES 448-452); THENCE SOUTH 89 DEGREES 16 MINUTES 30 SECONDS WEST ALONG THE NORTHERLY LINE (AND ALONG THE SOUTHERLY LINES OF SAID SECTION 22 AND SAID SECTION 21) - 2654.67 FEET TO A SET IRON PIN AT THE SOUTHEAST CORNER OF THE JOHNNY MITCHELL PROPERTY (DEED BOOK 271 - PAGE 689); THENCE NORTH 00 DEGREES 15 MINUTES 50 SECONDS EAST ALONG THE EASTERLY LINE OF SAID MITCHELL PROPERTY - 2552.97 FEET TO A SET IRON PIN IN THE PRESENT SOUTHERLY RIGHT OF WAY LINE OF STANTON ROAD SOUTH (PATTI ROAD) PER PLAT BOOK 13 - PAGES 21-22; THENCE NORTH 89 DEGREES 18 MINUTES 35 SECONDS EAST ALONG SAID PRESENT SOUTHERLY LINE - 2018.77 FEET TO A SET IRON PIN AT AN ANGLE POINT IN SAID PRESENT SOUTHERLY LINE; THENCE NORTH 00 DEGREES 40 MINUTES 31 SECONDS WEST - 9.70 FEET TO THE SAID SOUTHERLY LINE PER DEED BOOK 28 - PAGE 306; THENCE NORTH 89 DEGREES 27 MINUTES 06 SECONDS EAST ALONG SAID SOUTHERLY LINE PER DEED - 632.29 FEET TO THE POINT OF BEGINNING.

CONTAINING 6,775,054 SQUARE FEET OR 155.534 ACRES, MORE OR LESS, SUBJECT TO ROAD AND EASEMENT RIGHTS OF WAY.

THE ABOVE DESCRIBED SUBJECT PROPERTY IS VACANT LAND.

A handwritten signature, possibly 'A. Adams', is written over a circular stamp containing the initials 'SM'.